

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

Law Offices of
CHAPMAN AND CUTLER
111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

RECORDATION NO. ~~49188~~ FILED 22208-1

DEC 13 '99

4:39 PM

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

December 12, 1999

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO.

FILED

DEC 13 '99

4:39 PM
TS

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
BNSF 1999 A-3

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Termination of Memorandum of Lease Agreement (BNSF 1999 A-3), dated December 14, 1999, between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*");
- (2) Release of First Mortgage (BNSF 1999 A-3), dated December 14, 1999, between the Lessor, as mortgagor (the "*Mortgagor*"), the Lessee and First Security Bank, National Association, as security trustee (the "*Security Trustee*");
- (3) Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1 (BNSF 1999 A-3), dated December 14, 1999 between the Lessee and the Security Trustee;
- (4) Termination of Lessee Mortgage Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor and the Lessee; and
- (5) Termination of Memorandum of Lessor Security Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor, the Lessee and the Security Trustee.

1003196.01.02
98/1491356

TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
AND INDENTURE SUPPLEMENT NO. 1

THIS TERMINATION OF Trust Indenture and Security Agreement and Indenture Supplement No. 1 is made and entered into as of December 14, 1999, by and between The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Company*") and First Security Bank, National Association, a national banking association ("*Security Trustee*").

1. Company and Security Trustee had intended to enter into that certain Trust Indenture and Security Agreement (BNSF 1999 A-3), dated June 30, 1999, a Memorandum of which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208-B.

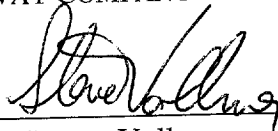
2. Company and Security Trustee had intended to enter into that certain Indenture Supplement No. 1 (BNSF 1999 A-3), dated June 30, 1999, a Memorandum of which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208-C.

3. The Trust Indenture and Security Agreement and Indenture Supplement No. 1 are terminated effective as of the date hereof with respect to the following locomotives:

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
18	General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	BNSF 8833 through BNSF 8850, inclusive

* * *

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: 

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this 7th day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By: _____

Name:

Title:

Executed on this _____ day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: _____

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this _____ day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By: _____

Name:


Brett R. King

Title:

Vice President

Executed on this 7th day of December, 1999.

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS

On this, the 7 day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 7, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

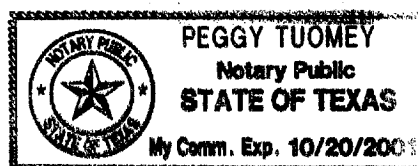
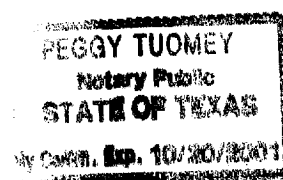
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Peggy Tuomey
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

10/20/2001



Utah)
_____) SS

Salt Lake)

On this, the 7th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 7, 1999 on behalf of said banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sydney Madsen
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

